

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re

SHORELINE ENERGY LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 20-4832777

Chapter 11

Case No. 16-35571 (DRJ)

In re

HARVEST DEVELOPMENT LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 20-8672703

Chapter 11

Case No. 16-35572 (DRJ)

In re

SHORELINE CENTRAL CORPORATION,
a Delaware corporation,

Debtor.

Tax Identification No.: 45-4831579

Chapter 11

Case No. 16-35573 (DRJ)

In re

SHORELINE EH LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 47-1906570

Chapter 11

Case No. 16-35574 (DRJ)

In re

SHORELINE ENERGY PARTNERS, LP,
a Delaware limited partnership,

Debtor.

Tax Identification No.: 27-3795035

Chapter 11

Case No. 16-35576 (DRJ)

In re

SHORELINE GP LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 27-3785184

Chapter 11

Case No. 16-35577 (DRJ)

In re

SHORELINE OFFSHORE LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 26-4692882

Chapter 11

Case No. 16-35578 (DRJ)

In re

SHORELINE SOUTHEAST LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 20-4910562

Chapter 11

Case No. 16-35579 (DRJ)

**DEBTORS' EMERGENCY MOTION FOR AN ORDER
DIRECTING THE JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE. A HEARING WILL BE CONDUCTED ON THIS MATTER ON NOVEMBER 4, 2016 AT 9:00 A.M. IN COURTROOM 400, UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS, 515 RUSK STREET, HOUSTON, TEXAS 77002.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY

The above-captioned debtors and debtors in possession (collectively, the "Debtors")¹ move the Court for the entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Local Rules"): (i) directing the joint administration of the Debtors' chapter 11 cases and the consolidation thereof for procedural purposes only; and (ii) granting certain related relief. In support of this motion, the Debtors respectfully represent as follows:

¹ The address of the Debtors is 16801 Greenspoint Park Drive #380, Houston, Texas 77060.

Background

1. On the date hereof (the "Petition Date"), each of the Debtors commenced a case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.² The Debtors are continuing in possession of their properties and are managing their businesses, as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Founded in 2006, the Debtors are a privately held, independent oil and gas company headquartered in Houston, Texas. The Debtors are engaged in the exploration, development, production and acquisition of oil and natural gas properties located along the southern coast of Louisiana and onshore Texas and Louisiana. As of the Petition Date, the Debtors owned interests in 403 oil, gas and related wells, and the Debtors had estimated proved reserves of approximately 26.7 million barrels of oil equivalents (MMBoe), comprised of 109 billion cubic feet (Bcf) of natural gas and 8.5 MMBo of oil and condensate.

3. Additional information regarding the Debtors and these cases, including the Debtors' businesses, structure, financial condition, and the reasons for and objectives of these cases, is set forth in the Declaration of Daniel P. Hurley in Support of First Day Pleadings (the "First Day Declaration"), filed contemporaneously herewith and incorporated herein by reference.

Relief Requested

4. The Debtors request that this Court: (a) allow the joint administration of the Debtors' chapter 11 cases; (b) direct parties in interest to use a consolidated caption (the "Proposed Caption"), indicating that any pleading they file relates to the jointly administered

² This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

bankruptcy cases of "Shoreline Energy LLC, *et al.*" and substantially in the form annexed as Exhibit 1 to the proposed order approving this motion; and (c) except in the bankruptcy case of Shoreline Energy LLC, order that a docket entry be made on the docket in the chapter 11 cases of each of the Debtors substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of: Shoreline Energy LLC; Shoreline Southeast LLC; Shoreline Offshore LLC; Harvest Development LLC; Shoreline GP LLC; Shoreline Central Corporation; Shoreline Energy Partners, LP; and Shoreline EH LLC. The docket of Shoreline Energy LLC in Case No. 16-35571 (DRJ) should be consulted for all matters affecting this case.

Basis for the Requested Relief

5. Bankruptcy Rule 1015(b) provides, in relevant part, "[i]f a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." The Debtors are "affiliates," as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested.

6. The joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. Entering an order directing joint administration of the Debtors' chapter 11 cases will avoid the need for duplicative notices, motions and applications, thereby saving time and expense. Joint administration also will enable parties in interest in each of the above-captioned chapter 11 cases to be apprised of the various matters before the Court in all of these cases.

7. Furthermore, because these cases involve numerous potential creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of pleadings

that otherwise would be filed with the Clerk of this Court; (b) render the completion of various administrative tasks less costly; (c) minimize the number of unnecessary delays associated with the administration of separate chapter 11 cases; and (d) protect the creditors of each of the Debtors' estates against potential conflicts of interest.

8. Additionally, because this is not a motion for the substantive consolidation of the Debtors' estates, the rights of parties in interest will not be prejudiced or otherwise affected in any way by the entry of an order directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only.

9. Pursuant to section 342(c)(1) of the Bankruptcy Code, "[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address and last 4 digits of the taxpayer identification number of the debtor." The Proposed Caption contains all of the required information and, therefore, satisfies the terms of section 342(c) of the Bankruptcy Code.

10. Further, Bankruptcy Local Rule 1015-1 details the information a debtor must include in its request for joint administration. A motion and proposed order for joint administration must "itemize the requested relief," "be in the form published on the court's website," and "be made to the judge with the lowest case number." This motion and the proposed order attached hereto as Exhibit A satisfy these requirements.

11. For the reasons set forth above, the Debtors respectfully submit that the relief requested herein is in the best interests of the Debtors, their estates, creditors and other parties in interest and, therefore, should be granted.

Emergency Consideration

12. Pursuant to Bankruptcy Local Rule 9013-1(i), the Debtors request emergency consideration of this Motion. Bankruptcy Rule 6003 authorizes a court to grant relief within the first 21 days after commencement of a chapter 11 case to the extent necessary "to avoid immediate and irreparable harm." Joint administration of these cases is necessary to avoid confusion, promote administrative efficiency and facilitate an orderly transition into chapter 11. Accordingly, the Debtors request that the Court consider this Motion on an emergency basis.

Notice

13. Notice of this motion will be provided by delivery to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the Debtors' largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (c) Simpson Thacher & Bartlett, counsel to Morgan Stanley Energy Capital Inc. in its capacity as administrative agent under the proposed postpetition credit agreement and as administrative agent under the Debtors' prepetition secured credit facility; (d) Vinson & Elkins LLP as counsel to HPS Investment Partners, LLC, as a restructuring support party under the Restructuring Support Agreement; (e) the lenders under the Debtors' prepetition second lien credit agreement; and (f) any party that has requested notice pursuant to Bankruptcy Rule 2002 as of the time of service. Due to the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this motion is necessary.

No Prior Request

14. No prior request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as Exhibit A, granting: (i) the relief requested herein; and (ii) such other and further relief to the Debtors as the Court may deem proper.

Dated: November 2, 2016

Respectfully submitted,

/s/ Paul M. Green

Thomas A. Howley (TX 24010115)

Paul M. Green (TX 24059854)

JONES DAY

717 Texas, Suite 3300

Houston, Texas 77002

Telephone: (832) 239-3939

Facsimile: (832) 239-3600

PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

CERTIFICATE OF SERVICE

I certify that on November 2, 2016, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Paul M. Green

Paul M. Green

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re

SHORELINE ENERGY LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 20-4832777

Chapter 11

Case No. 16-35571 (DRJ)

In re

HARVEST DEVELOPMENT LLC,
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Chapter 11

Case No. 16-35572 (DRJ)

In re

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a Delaware corporation,

Debtor.

Tax Identification No.: 45-4831579

Chapter 11

Case No. 16-35573 (DRJ)

In re

SHORELINE EH LLC,
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Tax Identification No.: 47-1906570

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Case No. 16-35574 (DRJ)

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Case No. 16-35578 (DRJ)

In re

SHORELINE SOUTHEAST LLC,
a Delaware limited liability company,

Debtor.

Tax Identification No.: 20-4910562

Chapter 11

Case No. 16-35579 (DRJ)

**ORDER DIRECTING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The Court having reviewed the Debtors' Emergency Motion for an Order Directing the Joint Administration of Their Chapter 11 Cases and the First Day Declaration;¹ the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), their estates and their creditors; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The above-captioned chapter 11 cases shall be consolidated for procedural purposes only and shall be administered jointly. The Clerk of the Court shall maintain one file and one docket for all of these jointly administered cases, which file and docket for each respective chapter 11 case shall be the file and docket for Shoreline Energy LLC (the "Main Case"), Case No. 16-35571 (DRJ). Additionally, the following checked items are ordered:

1. X One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
2. Case Nos. 16-35572, 16-35573, 16-35574, 16-35576, 16-35577, 16-35578 and 16-35579 shall be transferred to Judge David R. Jones, who has the lower numbered case.
3. X Parties may request joint hearings on matters pending in any of the jointly administered cases.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

4. X Other: see below.

3. Parties in interest are directed to use the Proposed Caption annexed hereto as Exhibit 1 when filing pleadings with the Court in the chapter 11 cases of the Debtors indicating that the pleading relates to the jointly administered chapter 11 cases of "Shoreline Energy LLC, *et al.*" The consolidated caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.

4. Except for the docket in the Main Case, an entry shall be made on the docket in each of the other above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of: Shoreline Energy LLC; Shoreline Southeast LLC; Shoreline Offshore LLC; Harvest Development LLC; Shoreline GP LLC; Shoreline Central Corporation; Shoreline Energy Partners, LP; and Shoreline EH LLC. The docket of Shoreline Energy LLC in Case No. 16-35571 (DRJ) should be consulted for all matters affecting this case.

5. The Motion and the Proposed Order satisfy the requirements set forth under Bankruptcy Local Rule 1015-1.

6. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of the above captioned chapter 11 cases.

Dated: _____, 2016

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re	:	Chapter 11
SHORELINE ENERGY LLC, <i>et al.</i> , ¹	:	Case No. 16-35571 (DRJ)
Debtors.	:	(Jointly Administered)

[TITLE OF PLEADING OR OTHER DOCUMENT]

¹

The Debtors are the following eight entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Shoreline Energy LLC (2777); Shoreline Southeast LLC (0562); Shoreline Offshore LLC (2882); Harvest Development LLC (2703); Shoreline GP LLC (5184); Shoreline Central Corporation (1579); Shoreline Energy Partners, LP (5035); Shoreline EH LLC (6570). The address of each of the Debtors is 16801 Greenspoint Park Drive #380, Houston, Texas 77060.